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Section

**JON** 

SEC FILE NUMBER 8-52947

Washington, DC **FACING PAGE** Information Required of Brokers and Dealers Pursuant to section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	01/01/11	AND ENDING	12/31/11	
	· MM/DD/YY		MM/DD/YY	
A. RE	GISTRANT IDENTIFI	CATION		
NAME OF BROKER-DEALER: CONSILIUM	M PARTNERS, LLC		OFFICIAL USE	ONLY
ADDRESS OF PRINCIPAL PLACE OF BU	SINESS: (Do not use P.O. E	Box No.)	FIRM I.D. N	<u>o.</u>
20 William Street - Suite G50				
	(No. and Street)			
Wellesley	Massachusetts	· · · · · · · · · · · · · · · · · · ·	02481-4118	
(City)	(State)	(	Zip Code)	
NAME AND TELEPHONE NUMBER OF F RICHARD BRIGGS 617-274		REGARD TO THIS RE	PORT	
			(Area Code - Telephone	Number)
B. AC	COUNTANT IDENTIF	ICATION		
INDEPENDENT PUBLIC ACCOUNTANT GEORGE J. ROBERTS, CPA, PC	whose opinion is contained	in this Report*		
	(Name - if individual, state last,	first, middle name)		
65 Walnut Street - Suite 302	Wellesley Hills	Massac	chusetts 02481	
(Address)	(City)	(State)	(Zip Cod	le)
CHECK ONE:				
▼ Certified Public Accountant				
☐ Public Accountant				
☐ Accountant not resident in U	nited States or any of its poss	sessions.		
	FOR OFFICIAL USE	ONLY		

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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SEC 1410 (06-02)

SEC File Number: 8-52947

Firm ID: 104486

Item (B)

Statement of Financial Condition

## Balance Sheets December 31, 2011 and 2010

## **Assets**

	<u>2011</u>	<u>2010</u>	
Current assets:			
Cash	\$ 106,251	\$ 30,243	
Accounts receivable	75,500	24,360	
Prepaid expenses	13,896	3,672	
Total current assets	195,647	58,275	
Property and equipment, at cost:			
Equipment	76,859	76,859	
Leasehold improvements	4,558	4,558	
Furniture and fixtures	22,247	22,247	
	103,664	103,664	
Less: accumulated depreciation	96,035	93,986	
Net property and equipment	7,629	9,678	
Other assets:			
Rental deposits	16,803	16,752	
Total assets	\$ 220,079	\$ 84,705	

SEC File Number: 8-52947

Firm ID: 104486

Item (C)

Statement of Income (Loss)

## Balance Sheets December 31, 2011 and 2010

## Liabilities and Members' Equity

	<u>2011</u>		<u>2010</u>	
Current liabilities: Accounts payable Accrued expenses	\$	18,071 73,750	\$	9,057 5,500
Total current liabilities		91,821		14,557
Commitments				
Members' equity:  Members' equity		128,258		70,148
Total liabilities and members' equity		220,079	\$	84,705

SEC File Number: 8-52947

Firm ID: 104486

# Item (D)

Statement of Changes in Financial Condition

# Statements of Income and Members' Equity Years ended December 31, 2011 and 2010

	<u>2011</u>		<u>2010</u>	
Revenues:				
Consulting fees	\$	881,915	\$	342,000
Reimbursed expenses		63,000		
Total revenues		944,915		342,000
Cost and expenses:				
Sales and marketing		39,513		15,682
General and administrative		191,293		119,110
Guaranteed payments to partners		656,165		231,248
Total costs and expenses		886,971		366,040
Income (loss) from operations		57,944		(24,040)
Other income:				
Interest income		166		281
Net income (loss)		58,110		(23,759)
Balance beginning of year		70,148		83,907
Member contributions/(redemptions)				10,000
Balance end of year	\$	128,258	\$	70,148

SEC File Number: 8-52947

Firm ID: 104486

## Item (E)

Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital

# Statements of Income and Members' Equity Years ended December 31, 2011 and 2010

	2011	<u>2010</u>
Revenues:		
Consulting fees	\$ 881,915	\$ 342,000
Reimbursed expenses	63,000	
Total revenues	944,915	342,000
Cost and expenses:		
Sales and marketing	39,513	15,682
General and administrative	191,293	119,110
Guaranteed payments to partners	656,165	231,248
Total costs and expenses	886,971	366,040
Income (loss) from operations	57,944	(24,040)
Other income:		
Interest income	166	281
Net income (loss)	58,110	(23,759)
Balance beginning of year	70,148	83,907
Member contributions/(redemptions)		10,000
Balance end of year	\$ 128,258	\$ 70,148

SEC File Number: 8-52947

Firm ID: 104486

## Item (F)

Statement of Changes in Liabilities Subordinated to Claims of Creditors

SEC File Number: 8-52947

Firm ID: 104486

# Item (G)

Computation of Net Capital

#### CONSILIUM PARTNERS LLC AUDITED COMPUTATION OF NET CAPITAL 12/31/2011

Members' Equity (per balance sheet)		\$	128,258
Less nonqualified assets:	<b>4.75.500</b>		
Accounts receivable	\$ 75,500		
Prepaid expenses	13,896		
Net property and equipment	7,629		
Rental deposits	16,803		
Less Securities haircuts		•	113,828
Penalty for early withdrawal on CI	)'s		17
Net Capital		\$	14,413
Required Minimum Capital Greater of \$ 5,000 or 6 2/3% of			
aggregate indebtedness			6,121
Excess Net Capital		\$	8,292

N.B.-The above was prepared and audited by George J. Roberts, CPA, PC. In accordance with Sec. 240. 15c3-1

There were no material inadequacies or differences noted between the client's calculation and the audited calculation above

SEC File Number: 8-52947

Firm ID: 104486

# Item (H)

Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3

#### CONSILIUM PARTNERS LLC CUSTOMER PROTECTION-RESERVES 12/31/2011

#### Attachment B

The broker/dealer(Consilium Partners LLC) is deemed exempt from the provisions of section 240. 15c3-3(Customer Protection-reserves and custody of securities).

The organization carries out no margin accounts and did not receive any funds from customers with their activities as a broker/dealer in connection with the sale, purchase, and or redemption of securities.

The organization did not hold funds or securities for, or owe money or securities to customers at any point during the year. The only funds received by the broker/dealer from customers were direct consulting and management fees based on signed contracts with the customer.

SEC File Number: 8-52947

Firm ID: 104486

## Item (I)

Information Relating to the Possession or Control Requirements Under Rule 15c3-3

SEC File Number: 8-52947

Firm ID: 104486

## Item (J)

Reconciliation, including appropriate explanation of the Computation of Net Capital under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3

SEC File Number: 8-52947

Firm ID: 104486

#### Item K

Reconciliation between the audited and unaudited Statement of Financial Condition with respect to methods of consolidation

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Firm ID: 104486

Item (L)

An Oath or Affirmation

## OATH OR AFFIRMATION

I, RICHARD BRIGGS	, swear (or affirm) that, to the best of
my knowledge and belief the accompanying fin CONSILIUM PARTNERS, LLC	nancial statement and supporting schedules pertaining to the firm of
of DECEMBER 31	, 20 <sup>11</sup> , are true and correct. I further swear (or affirm) that
neither the company nor any partner, proprieto classified solely as that of a customer, except as	or, principal officer or director has any proprietary interest in any account
0 -	Signature Marragin Discetor
Notary Public Norfolk Covered to Statement of Income (Loss).	My Commission Expires January 25, 2013
(f) Statement of Changes in Liabilities Sul (g) Computation of Net Capital. (h) Computation for Determination of Res (i) Information Relating to the Possession	' Equity or Partners' or Sole Proprietors' Capital.
Computation for Determination of the (k) A Reconciliation between the audited a consolidation.  (l) An Oath or Affirmation.  (m) A copy of the SIPC Supplemental Repo	Reserve Requirements Under Exhibit A of Rule 15c3-3.  and unaudited Statements of Financial Condition with respect to methods of

<sup>\*\*</sup>For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

SEC File Number: 8-52947

Firm ID: 104486

## Item (M)

Copy of the SIPC Supplemental Report

(Not required as per NASD Regulation letter dated January 4, 2002)

SEC File Number: 8-52947

Firm ID: 104486

#### Item (N)

Report describing any material inadequacies found to exist or found to have existed since the date of the previous audit

#### (None reported)

No material inadequacies were found to have exist or to have existed since the date of the previous audit

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#### INDEPENDENT ACCOUNTANT'S REPORT

Consilium Partners, LLC Boston, Massachusetts

I have examined management's assertion included in its representation letter dated February 17, 2012 that Consilium Partners, LLC maintained effective internal control over financial reporting and safeguarding securities as of December 31, 2011.

My examination was made in accordance with standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of the internal control structure over financial reporting, testing and evaluating the design and operating effectiveness of the internal control structure, and such other procedures that I considered necessary in the circumstances. I believe that our examination provides a reasonable basis for our opinion.

Because of inherent limitations in any internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

My consideration of the internal control would not necessarily disclose all matters in the internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of one or more of the specific internal control components does not reduce to a relatively low level the risks that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the internal control, including procedures for safeguarding securities that I consider to be material weaknesses as defined above.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purpose in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2011 to meet the SEC's objectives.

This report is intended solely for the use of management, the SEC and other regulatory agencies that reply on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,

George J. Roberts, CPA, PC

Wellesley, Massachusetts

February 17, 2012

SEC File Number: 8-52947

Firm ID: 104486

Complete Audited Financial Statements

**Financial Statements** 

and

Independent Auditor's Report

December 31, 2011 and 2010

## TABLE OF CONTENTS

Independent Auditor's Report	1
Financial Statements:	
Balance Sheets	2,3
Statements of Income and Members' Equity	4
Statements of Cash Flows	5
Notes to Financial Statements	6,7,8
Supplementary Information	9

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#### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Partners Consilium Partners LLC Wellesley, Massachusetts

I have audited the accompanying balance sheet of Consilium Partners LLC as of December 31, 2011 and 2010 and the related statements of income, members' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Consilium Partners LLC as of December 31, 2011 and 2010 and the results of its operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

My audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information on page 9 is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

GEORGE J. ROBERTS CPA, P.C.

Wellesley, Massachusetts

February 17, 2012

## Balance Sheets December 31, 2011 and 2010

## <u>Assets</u>

	<u>2011</u>	<u>2010</u>	
Current assets:			
Cash	\$ 106,251	\$ 30,243	
Accounts receivable	75,500	24,360	
Prepaid expenses	13,896	3,672	
Total current assets	195,647	58,275	
Property and equipment, at cost:			
Equipment	76,859	76,859	
Leasehold improvements	4,558	4,558	
Furniture and fixtures	22,247	22,247	
	103,664	103,664	
Less: accumulated depreciation	96,035	93,986	
Net property and equipment	7,629	9,678	
Other assets:			
Rental deposits	16,803	16,752	
Total assets	\$ 220,079	\$ 84,705	

## Balance Sheets December 31, 2011 and 2010

## Liabilities and Members' Equity

	<u>2011</u>		<u>2010</u>	
Current liabilities: Accounts payable Accrued expenses	\$	18,071 73,750	\$	9,057 5,500
Total current liabilities		91,821		14,557
Commitments				
Members' equity: Members' equity		128,258		70,148
Total liabilities and members' equity	\$	220,079	\$	84,705

# Statements of Income and Members' Equity Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>	
Revenues: Consulting fees Reimbursed expenses	\$ 881,915 63,000	\$ 342,000	
Total revenues	944,915	342,000	
Cost and expenses: Sales and marketing General and administrative Guaranteed payments to partners  Total costs and expenses	39,513 191,293 656,165 886,971	15,682 119,110 231,248 366,040	
Income (loss) from operations	57,944	(24,040)	
Other income: Interest income Net income (loss)	<u>166</u> 58,110	(23,759)	
Balance beginning of year	70,148	83,907	
Member contributions/(redemptions)		10,000	
Balance end of year	\$ 128,258	\$ 70,148	

## Statements of Cash Flows Years ended December 31, 2011 and 2010

	<u>2011</u>		<u>2010</u>	
Cash flows from operating activities:				
Net income (loss)	\$	58,110	\$	(23,759)
Adjustments to reconcile net income (loss)				
to net cash used by operating activities:				
Depreciation		2,049		2,278
Changes in:				
Accounts receivable		(51,140)		1,640
Prepaid expenses		(10,224)		(1,461)
Rental deposits		(51)		1,245
Accounts payable		9,014		(869)
Accrued expenses		68,250		(12,000)
Net cash provided by (used by)				
operating activities		76,008		(32,926)
Cash flows from investing activities:				
Purchase of property and equipment				(2,977)
Net cash used by investing activities				(2,977)
Cash flow from financing activities:				
Capital contributions				10,000
Net cash provided by financing activities				10,000
Increase (decrease) in cash		76,008		(25,903)
Cash at beginning of year		30,243		56,146
Cash at end of year	\$	106,251		30,243

Notes to Financial Statements December 31, 2011 and 2010

#### Note 1 - Business activity.

Consilium Partners LLC (Limited Liability Company) is a Wellesley Massachusetts-based investment banking firm providing a wide range of financial advisory services, including assistance with respect to mergers and acquisitions, sales and divestitures, leveraged buyouts and recapitalizations, growth and buyout capital needs, fairness opinions and related corporate advisory services.

#### Note 2 - Summary of significant accounting policies.

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for its integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the presentation of the financial statements.

#### Revenue recognition:

Advisory revenue is recognized in two phases of the Company's engagements. The first phase is the retainer fee to start the engagement. The second phase is the consulting and execution process, in which the engagement is completed.

#### Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Cash and cash equivalents:

For purposes of the statement of cash flows, the Company considers all highly-liquid, short term investments with an original maturity of less than three months to be cash equivalents.

The Company deposits the majority of its cash in one commercial bank. From time to time, cash balances in this account exceed federally-insured limits.

Notes to Financial Statements December 31, 2011 and 2010

Note 2 - continued.

#### Accounts receivable:

At December 31, 2011 and 2010, the Company provided for an allowance for doubtful accounts receivable of \$0. The Company believes that the receivables are fully collectable.

#### Property and equipment:

Property and equipment are stated at cost. Depreciation is provided using the straight line method for financial reporting and the modified accelerated cost recovery method for income tax purposes. The estimated useful lives are as follows:

Furniture and fixtures	5 years
Equipment	5 years
Leasehold improvements	3 years

Expenditures for renewals and betterments that materially extend the life of the asset are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation amounted to \$2,049 and \$2,278 for the years ended December 31, 2011 and 2010.

#### Marketing and advertising:

The Company's policy is to expense marketing and advertising costs as the costs are incurred. Marketing expense amounted to \$13,712 and \$5,125 for the years ended December 31, 2011 and 2010.

#### Income taxes:

The Company is treated as a partnership for federal and Massachusetts income tax purposes. The Company's net revenue is allocated to the members based on the Company's operating agreement and taxed on their respective returns. As a result, no income tax expense has been recorded on the financial statements.

The Company is required to recognize in its financil statements the impact of a tax position, if that position is more likely than not of being sustained on audit based on the technical merits of that position. As of December 31, 2001 and 2010, the Company did not have any material uncertain tax positions.

See independent auditor's report.

Notes to Financial Statements December 31, 2011 and 2010

#### Note 3 - Commitments.

The Company leases office facilities in Wellesley under a lease beginning March 26, 2010 and expiring June 30, 2015, subject to annual tax, maintenance and operations expense escalations. The Company sub-leased some of its office facilities during the year amounting to \$37,900 and \$22,500 for 2011 and 2010, respectively. Rent expense amounted to \$50,899 and \$37,664 for 2011 and 2010, respectively.

Minimum lease payments are as follows:

2012	73,760
2013	75,680
2014	77,600
2015	39,040
Total	\$ 266,080

Note 4 - Guaranteed payments to members.

Guaranteed payments to members are calculated on an engagement to engagement basis. The payments are designed to represent reasonable compensation for the services provided on the individual engagements. As of December 31, 2011 and 2010, a payable of \$73,750 and \$5,500 was accrued relative to income collected and receivables billed but not paid to the partners.

Note 5 - Supplemental cash flow information.

Cash paid for interest and income taxes for the years ended December 31, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Interest paid	\$ <u>25</u>	\$ <u>60</u>
Income taxes	\$ <u></u>	\$ <u></u>

See independent auditor's report.

# Supplementary Information December 31, 2011 and 2010

	<u>2011</u>		2010	
Sales and marketing:  Meals and entertainment  Travel	\$	9,604 16,197	\$	4,872 5,685 5,125
Marketing  Total sales and marketing	\$	13,712 39,513	\$	5,125 15,682
General and administrative:	Φ.	<b>50.000</b>	ф	27.664
Rent	\$	50,899	\$	37,664
Payroll		68,661		26,387
Payroll taxes		8,269		4,861
Professional services		10,778		9,775
Office supplies		9,754		5,951
Dues and subscriptions		6,740		6,908
Depreciation Telephone		2,049		2,278
Telephone		7,018		4,579 5,066
Outside services		9,655		5,966 100
Donations				
Printing		4.024		1,638
Insurance		4,024		3,907
Licenses and permits		6,588		4,163
Miscellaneous		6,502		4,862
Postage and delivery		356	-	71
Total general and administrative		191,293	\$	119,110